



KBC IFIMA S.A.

(Incorporated with limited liability in Luxembourg)

Unconditionally and irrevocably guaranteed by KBC Bank NV

(Incorporated with limited liability in Belgium)

€10,000,000,000

Retail Euro Medium Term Note Programme

This base prospectus supplement (the “**Supplement N°3**”) constitutes a supplement for the purposes of Article 16 of Directive n° 2003/71/EC (the “**Prospectus Directive**”) and Article 13 of the Luxembourg Law of 10 July 2005 on Prospectuses for Securities (the “**Prospectus Law**”), implementing the Prospectus Directive. The Supplement N°3 is supplemental to, forms part of, and must be read in conjunction with the base prospectus dated 25 June 2014, as supplemented by the supplement dated 2 September 2014 (the “**Supplement N°1**”) and by the supplement dated 5 January 2015 (the “**Supplement N°2**”) (together the “**Retail Base Prospectus**”), issued by KBC IFIMA S.A. (the “**Issuer**”), for the purpose of giving information with regard to the issue of Notes under its €10,000,000,000 Retail Euro Medium Term Note Programme during the period of twelve months after 25 June 2014. Terms defined in the Retail Base Prospectus or in any document incorporated by reference in the Retail Base Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplement N°3.

This Supplement N°3 has been approved by the Luxembourg Commission de Surveillance du Secteur Financier (the “**CSSF**”), as competent authority under the Prospectus Directive. This Supplement N°3 will be published on the website of the Luxembourg Stock Exchange (www.bourse.lu) and on the www.kbc.com¹ website.

Each of the Issuer and the Guarantor accepts responsibility for the information contained in this Supplement N°3 and declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement N°3 is, to the best of its knowledge and belief, in accordance with the facts and does not omit anything likely to affect the import of such information.

I. New information

Introduction

On 2 April 2015 KBC Bank NV published its annual financial results for the financial year ended 31 December 2014 together with the related statutory auditors’ report in the document titled as “*KBC Bank, Annual Report for 2014*”.

In order to ensure that the information contained in the Retail Base Prospectus is up-to-date as required by the Prospectus Directive and the Prospectus Law, the aforementioned document will be incorporated by reference in the Retail Base Prospectus. A copy of this document, incorporated by reference in the Retail Base Prospectus, can be

¹ <https://www.kbc.com/MISC/D9e01/~E/~KBCCOM/~BZJ4707/~BZIZTPN/BZJ0507/BZJ06PN>

obtained from the www.kbc.com² website, from the website of the Luxembourg Stock Exchange at www.bourse.lu and from the registered office of the Issuer and the Principal Paying Agent.

The document “KBC Bank, Annual Report for 2014” of KBC Bank NV as Guarantor will be incorporated by reference in the Retail Base Prospectus. Due to this new information, the sections *Summary of the Base Prospectus* and *Documents Incorporated by Reference* in the Retail Base Prospectus are amended as described below.

1. Summary of the Base Prospectus

(i) Item B19/B.10 will be replaced as follows:

B19/	Audit report	Not applicable; there are no qualifications in the audit reports on the
B.10	qualifications	Guarantor’s audited financial statements for the years ended 31 December 2012, 31 December 2013 and 31 December 2014.

(ii) Item B19/B.12 will be replaced as follows:

B19/	Selected	The tables below set out a summary of key financial information extracted from the Guarantor’s audited comprehensive income statements for each of the three years ended, and statements of financial position as at, 31 December 2012, 31 December 2013 and 31 December 2014:
B.12	historical key financial information:	

Income Statement

Summary of consolidated profit and loss account data (in millions of EUR, IFRS)	FY 2012	FY 2013*	FY 2014
Total income	5,937	6,163	5,717
Operating expenses	-3,666	-3,210	-3,269
Impairment	-2,323	-1,650	-581
Result after tax, group share	-306	666	1,217

Statement of Financial Position

Summary of consolidated balance sheet data (in millions of EUR, IFRS – audited)	31 December 2012	31 December 2013*	31 December 2014
Total assets	224,824	206,087	211,116
Parent shareholders' equity	11,255	11,662	11,676

² “KBC Bank, Annual Report for 2014” is available at https://multimediafiles.kbcgroup.eu/ng/published/KBCCOM/PDF/COM_BDV_pdf_BANK_JVS_2014_en.pdf

* Note that the 2013 reference figures have been adjusted slightly (with retroactive effect) following the application of the new IFRS 11 standard (see 'Additional information' section of the KBC Bank Annual Report for 2014).

There has been no material adverse change in the prospects of the Guarantor or the KBC Bank Group since 31 December 2014. There has been no significant change in the financial or trading position of the Guarantor or the KBC Bank Group since 31 December 2014.

(iii) Item B19/B.13 will be replaced as follows:

B19/	Events	On 31 December 2014, KBC Bank Group's consolidated total equity came to 13.3 billion euros. This figure included 11.7 billion euros in parent shareholders' equity, 1.4 billion euros in additional tier-1 instruments and 0.3 billion euros in minority interests. On balance, total equity grew by 1 billion euros in 2014. The most important components in this regard were the inclusion of the 1.4 billion euros in additional tier-1 instruments issued in March 2014, the inclusion of the annual profit (+1.5 billion euros, including minority interests), changes in the available-for-sale reserve and cash flow hedge reserve (-0.6 billion euros in total), the payment to KBC Group NV of a final dividend for 2013 (-0.7 billion euros), and the repurchase of Funding Trust securities (-0.4 billion euros in minority interests). The fully loaded common equity ratio under Basel III – including the available-for-sale reserve – amounted to 12.1% at year-end 2014.
B.13	impacting the Guarantor's solvency	

2. Documents Incorporated by Reference

(i) The section *Documents incorporated by reference* on page 74 of the Retail Base Prospectus will be supplemented by adding the following limb to the list of documents which are incorporated and form part of the Retail Base Prospectus:

“ (i) *the audited consolidated annual financial statements of the Guarantor for the financial year ended 31 December 2014 together with the related statutory auditor's report.* ”

(ii) The sub-section *Specific items contained in "Documents Incorporated by Reference"* on pages 75-76 of the Retail Base Prospectus shall be supplemented as follows:

Audited consolidated annual financial statements of the Guarantor and its consolidated subsidiaries for the financial year ended 31 December 2014 *

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3. General Information

The sub-section *Significant or Material Change* on page 283 of the Retail Base Prospectus shall be deleted and replaced by the following paragraph:

“There has been:

- (a) no significant change in the financial or trading position of:*
 - a. the Issuer since 31 December 2013*
 - b. the Guarantor or the KBC Bank Group since 31 December 2014; and*
- (b) no material adverse change in the prospects of:*
 - a. the Issuer since 31 December 2013*
 - b. the Guarantor or the KBC Bank Group since 31 December 2014.”*

II. General

Save as disclosed in this Supplement N°3, there has been no significant new factor, material mistake or inaccuracy since 5 January 2015, the date of the publication of the Supplement No° 2 to the Retail Base Prospectus.

Copies of this Supplement N°3 will be available (i) without charge at the specified office of the Issuer and the Principal Paying Agent, (ii) on the website of the Luxembourg Stock Exchange at www.bourse.lu and (iii) on the www.kbc.com³ website.

To the extent that there is an inconsistency between (a) any statement in this Supplement N°3 and (b) any statement in, or incorporated by reference into, the Retail Base Prospectus, the statements in (a) above will prevail.

In accordance with Article 13 paragraph 2 of the Prospectus Law, investors who already agreed to purchase or subscribe for Notes under the €10,000,000,000 Retail Euro Medium Term Note Programme before this Supplement N°3 was published, have the right to withdraw their acceptances within two working days after the publication of this Supplement N°3, namely up to and including 10 April 2015.

7 April 2015

³ <https://www.kbc.com/MISC/D9e01/~E/~KBCCOM/~BZJ47O7/~BZIZTPN/BZJ0507/BZJ06PN>